

RECORDATION NO. **22979-G** FILED

NOV 21 '00 12-15 PM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 21, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: El-Mo II Trust 2000-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement Nos. A7, A8 and A9, dated as of November 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture which was duly filed with the Board under Recordation Number 22979-B.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: First Security Bank, N.A.
79 Main Street
Salt Lake City, Utah 84111

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed document is:

26 SD7OM locomotives within the series UP 4020 - 4156

Mr. Vernon A. Williams
November 21, 2000
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Indenture Supplement Nos. A7, A8 and A9 dated as of November 22, 2000, First Security Bank, N.A., Indenture Trustee, and Wilmington Trust Company, Owner Trustee, covering 26 SD7OM Diesel Electric Locomotives within the series UP 4020 - 4156.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

NOV 21 '00 12-15 PM

EL-Mo II TRUST No. 2000-A

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INDENTURE SUPPLEMENT NOS. A7, A8 AND A9

Memorandum of Indenture Supplement Nos. A7, A8 and A9 effective November 22, 2000 by and between First Security Bank, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

WITNESSETH

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated June 28, 2000, by which the Owner Trustee has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

2. A Memorandum of said Indenture was recorded with the Surface Transportation Board on June 27, 2000 under Recordation Number 22979-B.

3. The undersigned have entered into those certain Indenture Supplement Nos. A7, A8 and A9 each dated November 22, 2000, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.,
as Indenture Trustee

By 

Name: Brett R. King

Title: Vice President

Executed on this ____ day of November
2000.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By _____

Name:

Title:

Executed on this ____ day of November
2000.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.

By _____

Name:

Title:

Executed on this ____ day of November 2000.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By _____

Name: JAMES P. LAWLER

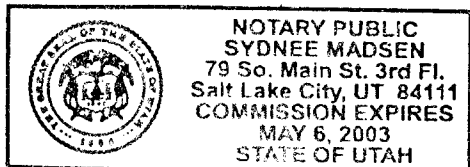
Title: Vice President

Executed on this ____ day of November 2000.

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

On this, the 16 day of November, 2000, before, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Vice President of First Security Bank, National Association, that said instrument was signed on November 16, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Sydnee Madsen
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of November, 2000, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on November ____, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

SS:

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

STATE OF _____)
)
COUNTY OF _____)

SS:

On this, the ____ day of November, 2000, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on November ___, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public _____
My Commission Expires: _____
Residing in _____

Exhibit A

Units subject to Indenture Supplement A7

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	3	4020 4061 4066

Units subject to Indenture Supplement A8

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	4	4067 4069 4092 4101

Units subject to Indenture Supplement A9

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	19	4102 4104 4105 4106 4107 4108 4109 4110 4112 4135 4140 4142 4143 4144 4146 4147 4152 4153 4156